

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
SKADDEN, ARPS, SLATE, MEAGHER &
FLOM, LLP
One Rodney Square
PO Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
MCGUIREWOODS LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

- and -

Chris L. Dickerson, Esq.
SKADDEN, ARPS, SLATE, MEAGHER &
FLOM, LLP
155 North Wacker Drive
Chicago, Illinois 60606-7120
(312) 407-0700

Counsel to the Debtors and
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - x
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., :
:
Debtors. : Jointly Administered
- - - - - x

**SECOND SUPPLEMENTAL ORDER ON DEBTORS' FORTY-SECOND
OMNIBUS OBJECTION TO CLAIMS
(DISALLOWANCE OF CERTAIN AMENDED CLAIMS)**

THIS MATTER having come before the Court on the
Debtors' Forty-Second Omnibus Objection to Claims
(Disallowance of Certain Amended Claims) (the "Objection");
and it appearing that due and proper notice and service of
the Objection as set forth therein was good and sufficient

and that no other further notice or service of the Objection need be given; and it further appearing that certain claimants filed responses to the Objection; and the Court having entered the Order on Debtors' Forty-Second Omnibus Objection to Claims (Disallowance of Certain Amended Claims) (Docket No. 5939) (the "Initial Order"); and it appearing that the relief requested on the Objection is in the best interest of the Debtors, their estates and creditors and other parties-in-interest; and after due deliberation thereon good and sufficient cause exists for the granting of the relief as set forth herein,

IT IS HEREBY ORDERED ADJUDGED AND DECREED THAT:

1. Notwithstanding the Initial Order, the "Claims To Be Disallowed" identified on Exhibit A as attached hereto and incorporated herein are disallowed in their entirety for all purposes in these bankruptcy cases.

2. The Surviving Claims identified on Exhibit A as attached hereto and incorporated herein are modified as set forth on Exhibit A; provided, however, the modification of the claims on Exhibit A is without prejudice to the Debtors' rights and abilities to object to the claims on Exhibit A on any available grounds and bases applicable law permits and nothing herein shall be construed or deemed to limit or

impair such rights and abilities.

3. Notwithstanding the Initial Order, the Objection is withdrawn without prejudice as to the claims identified on Exhibit B as attached hereto and incorporated herein; provided, however, that the Debtors' rights and abilities to object to the claims on Exhibit B on any available grounds and bases applicable law permits are hereby preserved in their entirety and nothing herein shall be construed or deemed to limit or impair such rights and abilities.

4. The Debtors' rights to object to any claim, including (without limitation) the Claims, on any grounds that applicable law permits are not waived and are expressly reserved; provided, however, to the extent each "Claim To Be Disallowed" on Exhibit A was timely filed, the Debtors will not object to the corresponding "Surviving Claim" as untimely, except to the extent, under applicable provisions of the Bankruptcy Code and Bankruptcy Rules, the "Surviving Claim" included a new claim that would not relate back to the original date on which the "Claim To Be Disallowed" was filed.

5. This Court shall retain jurisdiction with respect to all matters arising from or related to this Order.

6. The Debtors shall serve a copy of this Order on the claimants included on the exhibit to this Order on or before five (5) business days from the entry of this Order.

Dated: Richmond, Virginia
_____, 2010

HONORABLE KEVIN R. HUENNEKENS
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP
One Rodney Square
PO Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

- and -

Chris L. Dickerson, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP
155 North Wacker Drive
Chicago, Illinois 60606-1720
(312) 407-0700

- and -

/s/ Douglas M. Foley
Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
MCGUIREWOODS LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

Counsel to the Debtors and Debtors in Possession

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley
Douglas M. Foley

\10849999

EXHIBIT A

CLAIM TO BE DISALLOWED *	SURVIVING CLAIM *
<div><div><div>Claim: 6440</div><div>Date Filed: 01/27/2009</div><div>Creditor's Name and Address:</div><div>ABILENE RIDGEMONT LLC C O DOUGLAS C NOBLE ESQ PHELPS DUNBAR LLP PO BOX 23066 JACKSON, MS 39225-3066</div></div><div><div>Debtor: CIRCUIT CITY STORES, INC. (08-35653)</div><div>Secured:</div><div>Priority:</div><div>Administrative:</div><div>Reclamation::</div><div>Unsecured: \$127,132.75</div><div>Total: \$127,132.75</div></div></div>	<div><div><div>Claim: 12241</div><div>Date Filed: 04/10/2009</div><div>Creditor's Name and Address:</div><div>ABILENE RIDGEMONT LLC C O DOUGLAS C NOBLE ESQ PHELPS DUNBAR LLP PO BOX 23066 JACKSON, MS 39225-3066</div></div><div><div>Debtor: CIRCUIT CITY STORES, INC. (08-35653)</div><div>Secured:</div><div>Priority:</div><div>Administrative: \$57,370.55</div><div>Reclamation::</div><div>Unsecured: \$1,098,291.52</div><div>Total: \$1,155,662.07</div></div></div>
<div><div><div>Claim: 9353</div><div>Date Filed: 01/30/2009</div><div>Creditor's Name and Address:</div><div>GOLF GALAXY INC ATTN JAY BLOUNT C O DICKS SPORTING GOODS INC 300 INDUSTRY DR PITTSBURGH, PA 15275</div></div><div><div>Debtor: CIRCUIT CITY STORES, INC. (08-35653)</div><div>Secured:</div><div>Priority:</div><div>Administrative:</div><div>Reclamation::</div><div>Unsecured: \$1,216,032.07</div><div>Total: \$1,216,032.07</div></div></div>	<div><div><div>Claim: 12222</div><div>Date Filed: 04/13/2009</div><div>Creditor's Name and Address:</div><div>GOLF GALAXY INC JAY BLOUNT C O DICKS SPORTING GOODS INC 300 INDUSTRY DR PITTSBURGH, PA 15275</div></div><div><div>Debtor: CIRCUIT CITY STORES, INC. (08-35653)</div><div>Secured:</div><div>Priority:</div><div>Administrative:</div><div>Reclamation::</div><div>Unsecured: \$9,993.32</div><div>Total: \$9,993.32</div></div></div>

Total Claims To Be Amended:2

Total Asserted Amount To Be Amended:\$1,343,164.82

EXHIBIT B

CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	ASSERTED CLAIM AMOUNT *	DATE FILED	DOCKETED DEBTOR
BRIGHTON COMMERCIAL LLC 325 RIDGEVIEW DR PALM BEACH, FL 33480	9477	Secured: Priority: Administrative 503(b)(9): Unsecured: <u>\$45,839.61</u> Total: <u>\$45,839.61</u>	01/30/2009	CIRCUIT CITY STORES, INC. (08-35653)
CENTRAL INVESTMENTS LLC C O MARK ORDOWER 333 S DES PLAINES NO 207 CHICAGO, IL 60661	4556	Secured: Priority: Administrative 503(b)(9): Unsecured: <u>\$172,835.00</u> Total: <u>\$172,835.00</u>	01/16/2009	CIRCUIT CITY STORES, INC. (08-35653)

Total: 2 \$218,674.61

* "UNL" denotes an unliquidated claim.